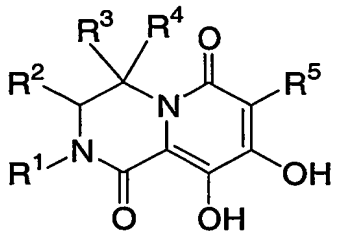
WHAT IS CLAIMED IS:

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof:



(I),

wherein

$R^1$ is $C_{1-6}$ alkyl which is substituted with 1 or 2 substituents each of which is independently:

(1) $C_{3-8}$ cycloalkyl,

(2) aryl,

(3) a 5- or 6-membered saturated or mono-unsaturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S,

(4) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, or

(5) a 9- or 10-membered fused bicyclic heterocycle containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein at least one of the rings is aromatic;

wherein

(A) each cycloalkyl is optionally substituted with from 1 to 3 substituents, each of which is independently halo, $-C_{1-6}$ alkyl, or $-O-C_{1-6}$ alkyl;

(B) each aryl is optionally substituted with from 1 to 5 substituents each of which is independently

(1) $-C_{1-6}$ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ haloalkyl, -CN, $-NO_2$, $-N(R^aR^b)$, $-C(=O)N(R^aR^b)$, $-C(=O)R^a$, $-CO_2R^c$, $-S(O)_nR^c$, $-SO_2N(R^aR^b)$, $-N(R^a)C(=O)R^b$, $-N(R^a)CO_2R^c$, $-N(R^a)SO_2R^c$, $-N(R^a)SO_2N(R^aR^b)$, $-OC(=O)N(R^aR^b)$, or $-N(R^a)C(=O)N(R^aR^b)$,

(2) -O-$C_{1-6}$ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, -S(O)$_n$$R^c$, -C(=O)N($R^aR^b$), -$SO_2$N($R^aR^b$), -N($R^a$)C(=O)$R^b$, -N($R^a$)$CO_2R^c$, -N($R^a$)$SO_2R^c$, -N($R^a$)$SO_2$N($R^aR^b$), -OC(=O)N($R^aR^b$), or -N($R^a$)C(=O)N($R^aR^b$),

(3) -$C_{1-6}$ haloalkyl,

(4) -O-$C_{1-6}$ haloalkyl,

(5) -OH,

(6) halo,

(7) -CN,

(8) -$NO_2$,

(9) -N($R^aR^b$),

(10) -C(=O)N($R^aR^b$),

(11) -C(=O)$R^a$,

(12) -$CO_2R^c$,

(13) -$SR^c$,

(14) -S(=O)$R^c$,

(15) -$SO_2R^c$,

(16) -N($R^a$)$SO_2R^c$,

(17) -$SO_2$N($R^aR^b$),

(18) -N($R^a$)C(=O)$R^b$,

(19) -N($R^a$)$CO_2R^c$, or

(20) phenyl;

(C) each saturated or mono-unsaturated heterocyclic ring is

(i) optionally substituted with from 1 to 5 substituents each of which is independently halogen, -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo; and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; and

(D) each heteroaromatic ring or each fused bicyclic heterocycle is

(i) optionally substituted with from 1 to 7 substituents each of which is independently halogen, -$C_{1-6}$ alkyl, -$C_{1-6}$

haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo; and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -$C_{1-6}$ alkyl-aryl;

$R^2$ is -H or -$C_{1-6}$ alkyl;

$R^3$ is -H, -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, or -$C_{1-6}$ alkyl substituted with one of -OH, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, -CN, -$NO_2$, -$N(R^aR^b)$, -$C(=O)N(R^aR^b)$, -$C(=O)R^a$, -$CO_2R^c$, -$S(O)_nR^c$, -$SO_2N(R^aR^b)$, -$N(R^a)C(=O)R^b$, -$N(R^a)CO_2R^c$, -$N(R^a)SO_2R^c$, -$N(R^a)SO_2N(R^aR^b)$, -$OC(=O)N(R^aR^b)$, or -$N(R^a)C(=O)N(R^aR^b)$;

$R^4$ is:

(1) -H,

(2) -$C_{1-6}$ alkyl optionally substituted with one of -OH, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, -CN, -$NO_2$, -$N(R^aR^b)$, -$C(=O)N(R^aR^b)$, -$C(=O)R^a$, -$CO_2R^c$, -$S(O)_nR^c$, -$SO_2N(R^aR^b)$, -$N(R^a)$-$C(R^b)$=O, -$N(R^a)SO_2R^c$, -$N(R^a)SO_2N(R^aR^b)$, -$OC(=O)N(R^aR^b)$, -$N(R^a)C(=O)N(R^aR^b)$, -O-$C_{1-6}$ alkyl-$C(=O)N(R^aR^b)$, -S-$C_{1-6}$ alkyl-$C(=O)N(R^aR^b)$, -$N(R^a)$-$C_{1-6}$ alkyl-$C(=O)N(R^aR^b)$, or -$N(SO_2R^c)$-$C_{1-6}$ alkyl-$C(=O)N(R^aR^b)$,

(3) -$C_{1-6}$ haloalkyl,

(4) -$C(=O)R^a$,

(5) -$CO_2R^c$,

(6) -$C(=O)N(R^aR^b)$,

(7) -$SO_2N(R^aR^b)$,

(8) -$C_{2-6}$ alkenyl,

(9) -$C_{2-6}$ alkenyl-$C(=O)$-$N(R^a)_2$,

(10) -$C_{2-5}$ alkynyl,

(11) -$C_{2-5}$ alkynyl-$CH_2N(R^a)_2$,

(12) -$C_{2-5}$ alkynyl-$CH_2OR^a$,

(13) -$C_{2-5}$ alkynyl-$CH_2S(O)_nR^c$, or

(14) -$R^k$,

(15) -$C_{1-6}$ alkyl substituted with $R^k$,

(16) -$C_{1-6}$ haloalkyl substituted with $R^k$,

(17) -$C_{1-6}$ alkyl-O-$R^k$,

(18) -$C_{1-6}$ alkyl-O-$C_{1-6}$ alkyl-$R^k$,

(19) -$C_{1-6}$ alkyl-$S(O)_n$-$R^k$,

(20) -$C_{1-6}$ alkyl-$S(O)_n$-$C_{1-6}$ alkyl-$R^k$,

(21) -$C_{1-6}$ alkyl-$N(R^a)$-$R^k$,

(22) -$C_{1-6}$ alkyl-$N(R^a)$-$C_{1-6}$ alkyl-$R^k$,

(23) -$C_{1-6}$ alkyl-$N(R^a)$-$C_{1-6}$ alkyl-$OR^k$, with the proviso that the -$N(R^a)$- moiety and the -$OR^k$ moiety are not both attached to the same carbon of the -$C_{1-6}$ alkyl- moiety,

(24) -$C_{1-6}$ alkyl-C(=O)-$R^k$,

(25) -$C_{1-6}$ alkyl-C(=O)$N(R^a)$-$R^k$,

(26) -$C_{1-6}$ alkyl-$N(R^a)$C(=O)-$R^k$,

(27) -$C_{1-6}$ alkyl-C(=O)$N(R^a)$-$C_{1-6}$ alkyl-$R^k$, or

(28) -$C_{1-6}$ alkyl-$N(R^a)$-$C_{0-6}$ alkyl-$S(O)_nR^k$;

wherein $R^k$ is

(i) aryl, which is optionally substituted with from 1 to 5 substituents each of which is independently -$C_{1-6}$ alkyl, -$C_{1-6}$ alkyl-OH, -$C_{1-6}$ alkyl-O-$C_{1-6}$ alkyl, -$C_{1-6}$ alkyl-O-$C_{1-6}$ haloalkyl, -$C_{1-6}$ alkyl-$N(R^aR^b)$, -$C_{1-6}$ alkyl-C(=O)$N(R^aR^b)$, -$C_{1-6}$ alkyl-C(=O)$R^a$, -$C_{1-6}$ alkyl-$CO_2R^c$, -$C_{1-6}$ alkyl-$S(O)_nR^c$, -O-$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ haloalkyl, -OH, halo, -$N(R^aR^b)$, -C(=O)$N(R^aR^b)$, -C(=O)$R^a$, -$CO_2R^c$, -$S(O)_nR^c$, or -$SO_2N(R^aR^b)$;

(ii) a 4- to 7-membered saturated or mono-unsaturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heterocyclic ring is:

(a) optionally substituted with from 1 to 5 substituents each of which is independently halogen, -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo; and

(b) optionally mono-substituted with aryl or HetA;

wherein HetA is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally fused with a benzene ring, and HetA is optionally substituted with from 1 to 4

substituents each of which is independently -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo; or

(iii) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from optionally substituted with from 1 to 4 substituents each of which is independently -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo;

or alternatively $R^3$ and $R^4$ are joined together to form $C_{5-8}$ cycloalkyl or a 5- to 7-membered saturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein

the cycloalkyl is optionally substituted with from 1 to 3 substituents each of which is independently halo, -$C_{1-6}$ alkyl, or -O-$C_{1-6}$ alkyl; and

the heterocyclic ring is optionally substituted with from 1 to 4 substituents each of which is independently -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo;

or alternatively:

(i) $R^2$ and $R^3$ together form a direct bond to give a ring double bond, and $R^4$ is an independent group as defined above;

(ii) $R^2$ and $R^3$ together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with -$OR^d$, and $R^4$ is -H; or

(iii) $R^2$ and $R^3$ together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and $R^4$ is absent;

$R^5$ is:

(1) -H,
(2) -$C_{1-6}$ alkyl,
(3) -$C_{1-6}$ alkyl-N($R^aR^b$),
(4) -$C_{1-6}$ alkyl-C(=O)N($R^aR^b$),
(5) -$C_{1-6}$ alkyl-C(=O)$R^a$,
(6) -$C_{1-6}$ alkyl-$CO_2R^c$,
(7) -$C_{1-6}$ alkyl-$SR^c$,

(8) -$C_{1-6}$ alkyl-S(=O)$R^c$,
(9) -$C_{1-6}$ alkyl-$SO_2R^c$,
(10) -$C_{1-6}$ alkyl-$SO_2N(R^aR^b)$
(11) -$C_{1-6}$ haloalkyl,
(12) -O-$C_{1-6}$ alkyl,
(13) -O-$C_{1-6}$ haloalkyl,
(14) halo,
(15) -CN,
(16) -C(=O)$R^a$,
(17) -$CO_2R^c$,
(18) -$SR^c$,
(19) -S(=O)$R^c$,
(20) -$SO_2R^c$,
(21) -$N(R^aR^b)$,
(22) -C(=O)$N(R^aR^b)$, or
(23) -$SO_2N(R^aR^b)$;
(24) aryl
(25) -$C_{1-6}$ alkyl-aryl
(26) HetB,
(27) -$C_{1-6}$ alkyl-HetB,
(28) HetC, or
(29) -$C_{1-6}$ alkyl-HetC,

wherein

HetB is a 5- or 6-membered saturated or mono-unsaturated ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the ring is optionally substituted with from 1 to 5 substituents each of which is independently halogen, -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, oxo, -C(=O)-$C_{1-6}$ alkyl, -C(=O)-$C_{1-6}$ haloalkyl, or -$C_{1-6}$ alkyl-$C_{3-8}$ cycloalkyl; and

HetC is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -$C_{1-6}$ alkyl, -$C_{1-6}$ haloalkyl, -O-$C_{1-6}$ alkyl, -O-$C_{1-6}$ haloalkyl, or oxo;

each $R^a$ and $R^b$ is independently -H or -$C_{1-6}$ alkyl;

each $R^c$ is independently a -$C_{1-6}$ alkyl;

$R^d$ is a -$C_{1-6}$ alkyl, allyl, or benzyl; and

each n is independently an integer equal to 0, 1 or 2.

2. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein $R^1$ is -$C_{1-4}$ alkyl mono-substituted with aryl; wherein the aryl is optionally substituted with from 1 to 4 substituents each of which is independently

(1) -$C_{1-4}$ alkyl, optionally mono-substituted with -OH, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, -CN, -N($R^aR^b$), -C(=O)N($R^aR^b$), -C(=O)$R^a$, -$CO_2R^c$, -S(O)$_n$$R^c$, -$SO_2$N($R^aR^b$), -N($R^a$)C(=O)$R^b$, -N($R^a$)$CO_2R^c$, -N($R^a$)$SO_2R^c$, -N($R^a$)$SO_2$N($R^aR^b$), -OC(=O)N($R^aR^b$), or -N($R^a$)C(=O)N($R^aR^b$),

(2) -O-$C_{1-4}$ alkyl, optionally mono-substituted with -OH, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, -S(O)$_n$$R^c$, -N($R^a$)-$CO_2R^c$, -C(=O)N($R^aR^b$), -$SO_2$N($R^aR^b$), -N($R^a$)C(=O)$R^b$, -N($R^a$)$CO_2R^c$, -N($R^a$)$SO_2R^c$, -N($R^a$)$SO_2$N($R^aR^b$), -OC(=O)N($R^aR^b$), or -N($R^a$)C(=O)N($R^aR^b$),

(3) -$C_{1-4}$ haloalkyl,

(4) -O-$C_{1-4}$ haloalkyl,

(5) -OH,

(6) halo,

(7) -CN,

(8) -$NO_2$,

(9) -N($R^aR^b$),

(10) -$SR^c$,

(11) -S(=O)$R^c$,

(12) -$SO_2R^c$,

(13) -N($R^a$)$SO_2R^c$,

(14) -$SO_2$N($R^aR^b$),

(15) -N($R^a$)C(=O)$R^b$,

(16) -N($R^a$)$CO_2R^c$, or

(17) phenyl.

3. The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein $R^1$ is -$(CH_2)_{1-4}$-phenyl, wherein the phenyl is optionally substituted with from 1 to 3 substituents each of which is independently

(1) -$C_{1-4}$ alkyl, optionally mono-substituted with -OH, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, -CN, -$N(R^aR^b)$, -$C(=O)N(R^aR^b)$, -$C(=O)R^a$, -$CO_2R^c$, -$S(O)_nR^c$, or -$SO_2N(R^aR^b)$,

(2) -O-$C_{1-4}$ alkyl,

(3) -$C_{1-4}$ haloalkyl,

(4) -O-$C_{1-4}$ haloalkyl,

(5) -OH,

(6) halo,

(7) -CN,

(8) -$NO_2$,

(9) -$N(R^aR^b)$,

(10) -$SR^c$,

(11) -$S(=O)R^c$,

(12) -$SO_2R^c$,

(13) -$N(R^a)SO_2R^c$,

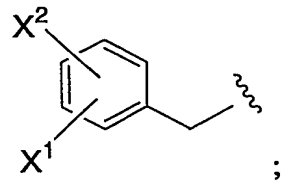
(14) -$SO_2N(R^aR^b)$,

(15) -$N(R^a)C(=O)R^b$,

(16) -$N(R^a)CO_2R^c$, or

(17) phenyl.

4. The compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein $R^1$ is:



;

wherein $X^1$ and $X^2$ are each independently

(1) -H,

(2) methyl,

(3) ethyl,

(4) methoxy,

(5) ethoxy,
(6) $-CF_3$,
(7) fluoro,
(8) bromo,
(9) chloro,
(10) -CN,
(11) $-S-CH_3$, or
(12) phenyl.

5. The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein $R^1$ is 4-fluorobenzyl.

6. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

$R^2$ is -H or $-C_{1-4}$ alkyl;

$R^3$ is -H or $-C_{1-4}$ alkyl; and

$R^4$ is:

(1) -H,
(2) $-C_{1-4}$ alkyl optionally substituted with one of -OH, $-O-C_{1-4}$ alkyl, $-O-C_{1-4}$ haloalkyl, -CN, $-N(R^aR^b)$, $-C(=O)N(R^aR^b)$, $-C(=O)R^a$, $-CO_2R^c$, $-S(O)_nR^c$, $-SO_2N(R^aR^b)$, $-N(R^a)-C(R^b)=O$, $-N(R^a)SO_2R^b$, or $-N(R^a)SO_2N(R^aR^b)$,
(3) $-C(=O)N(R^aR^b)$,
(4) $-R^k$,
(5) $-C_{1-4}$ alkyl substituted with $R^k$,
(6) $-C_{1-4}$ alkyl-O-$R^k$, or
(7) $-C_{1-4}$ alkyl-O-$C_{1-4}$ alkyl-$R^k$.

7. The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein $R^5$ is:

(1) -H,
(2) $-C_{1-4}$ alkyl,
(3) $-C_{1-4}$ alkyl-$N(R^aR^b)$,
(4) $-C_{1-4}$ alkyl-$C(=O)N(R^aR^b)$,

(5) -$C_{1-4}$ alkyl-$SO_2N(R^aR^b)$
(6) -$C_{1-4}$ haloalkyl,
(7) halo,
(8) -CN,
(9) aryl
(10) -$C_{1-4}$ alkyl-aryl
(11) HetB,
(12) -$C_{1-4}$ alkyl-HetB,
(13) HetC, or
(14) -$C_{1-4}$ alkyl-HetC,

wherein

HetB is a 5- or 6-membered saturated ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, oxo, -C(=O)-$C_{1-4}$ alkyl, -C(=O)-$C_{1-4}$ haloalkyl, or -$C_{1-4}$ alkyl-$C_{3-6}$ cycloalkyl; and

HetC is a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the heteroaromatic ring is optionally substituted with from 1 to 3 substituents each of which is independently -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, or oxo.

8. The compound according to claim 7, or a pharmaceutically acceptable salt thereof, wherein $R^5$ is:

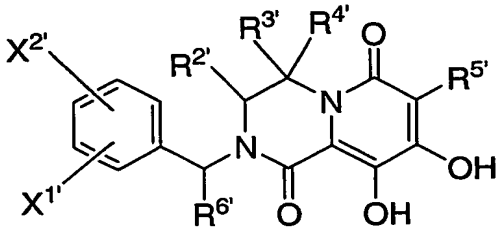
(1) -H,
(2) -$C_{1-4}$ alkyl,
(3) -$C_{1-4}$ alkyl-$N(R^aR^b)$,
(4) halo,
(5) -CN, or
(6) -$C_{1-4}$ alkyl-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms and carbon atoms, wherein the saturated ring is optionally

substituted with from 1 to 4 substituents each of which is independently halogen, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, oxo, -C(=O)-$C_{1-4}$ alkyl, -C(=O)-$C_{1-4}$ haloalkyl, or -$C_{1-4}$ alkyl-$C_{3-6}$ cycloalkyl.

9. A compound of Formula (II), or a pharmaceutically acceptable salt thereof:




(II),

wherein:

$X^{1'}$ and $X^{2'}$ are each independently:

(1) -H,
(2) $C_{1-4}$ alkyl,
(2) -O-$C_{1-4}$ alkyl,
(3) -$C_{1-4}$ haloalkyl,
(4) -O-$C_{1-4}$ haloalkyl,
(5) halo,
(6) -CN,
(7) -S-$C_{1-4}$ alkyl, or
(8) phenyl;

$R^{2'}$ is -H or -$C_{1-4}$ alkyl;

$R^{3'}$ is -H or -$C_{1-4}$ alkyl;

$R^{4'}$ is:

(1) -H,
(2) -$C_{1-4}$ alkyl optionally substituted with one of -OH, -N($R^{a'}R^{b'}$), or -C(=O)N($R^{a'}R^{b'}$),
(3) -C(=O)N($R^{a'}R^{b'}$),
(4) -$(CH_2)_{1-3}$-$R^{k'}$,

(5) -$(CH_2)_{1-3}$-O-$R^{k'}$, or

(6) -$(CH_2)_{1-3}$-O-$(CH_2)_{1-3}$-$R^{k'}$;

wherein $R^{k'}$ is:

(i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -$C_{1-4}$ alkyl, -O-$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ haloalkyl, or halo; or

(ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halo, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, or oxo;

or alternatively:

(i) $R^{2'}$ and $R^{3'}$ together form a direct bond to give a ring double bond, and $R^{4'}$ is an independent group as defined above;

(ii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with -$OR^{d'}$, and $R^{4'}$ is -H; or

(iii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and $R^{4'}$ is absent;

$R^{5'}$ is:

(1) -H,

(2) -$C_{1-4}$ alkyl,

(3) -$C_{1-4}$ alkyl-$N(R^{a'}R^{b'})$,

(4) halo,

(5) -CN, or

(6) -$(CH_2)_{1-3}$-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, oxo, -C(=O)-$C_{1-4}$ alkyl, -C(=O)-$C_{1-4}$ haloalkyl, or -$C_{1-4}$ alkyl-$C_{3-6}$ cycloalkyl;

$R^{6'}$ is -H or methyl;

each $R^{a'}$ and $R^{b'}$ is independently -H or -$C_{1-4}$ alkyl; and

$R^{d'}$ is -$C_{1-4}$ alkyl, allyl, or benzyl.

10. A compound according to claim 9, or a pharmaceutically acceptable salt thereof, wherein:

wherein $X^{1'}$ and $X^{2'}$ are each independently:

(1) -H,
(2) methyl,
(2) -$OCH_3$,
(3) -$CF_3$,
(4) -O-$CF_3$,
(5) chloro,
(6) fluoro,
(7) bromo;
(6) -CN,
(7) -S-$CH_3$, or
(8) phenyl;

$R^{2'}$ is -H or methyl;

$R^{3'}$ is -H or methyl;

$R^{4'}$ is:

(1) -H,
(2) methyl,
(3) -$CH_2OH$,
(3) -$C(=O)N(CH_3)_2$,
(4) -$CH_2$-$R^{k'}$, or
(5) -$CH_2$-O-$CH_2$-$R^{k'}$;

wherein $R^{k'}$ is:

(i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -$CH_3$, -$OCH_3$, -$CF_3$, -$OCF_3$, chloro, bromo or fluoro; or

(ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -$CH_3$, -$CF_3$, -$OCH_3$, -$OCF_3$, or oxo;

or alternatively:

(i) $R^{2'}$ and $R^{3'}$ together form a direct bond to give a ring double bond, and $R^{4'}$ is an independent group as defined above;

(ii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with -OMe, -OEt, -O-allyl, or -O-benzyl, and $R^{4'}$ is -H; or

(iii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and $R^{4'}$ is absent;

$R^{5'}$ is:

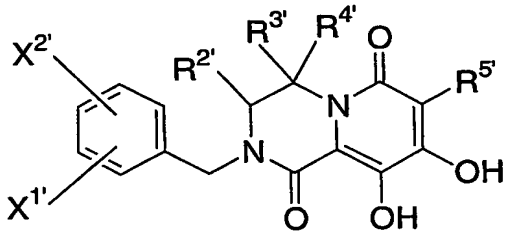
(1) -H,
(2) methyl,
(3) -$(CH_2)_{1-2}$-$N(CH_3)_2$,
(4) fluoro,
(5) bromo,
(6) iodo,
(7) -CN, or
(8) -$CH_2$-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, -$CH_3$, -$CF_3$, -$OCH_3$, -$OCF_3$, oxo, -C(=O)-$CH_3$, -C(=O)-$CF_3$, or -$CH_2$-cyclopropyl; and

$R^{6'}$ is -H or methyl.

11. The compound according to claim 9, which is a compound of Formula (IIa), or a pharmaceutically acceptable salt thereof:



(IIa),

wherein:

$X^{1'}$ and $X^{2'}$ are each independently:

(1) -H,
(2) $C_{1-4}$ alkyl,
(2) -O-$C_{1-4}$ alkyl,
(3) -$C_{1-4}$ haloalkyl,
(4) -O-$C_{1-4}$ haloalkyl, or
(5) halo;

$R^{2'}$ is -H or -$C_{1-4}$ alkyl;

$R^{3'}$ is -H or -$C_{1-4}$ alkyl;

or alternatively $R^{2'}$ and $R^{3'}$ together form a direct bond to give a ring double bond;

$R^{4'}$ is:

(1) -H,
(2) -$C_{1-4}$ alkyl optionally substituted with one of -OH, -N($R^{a'}R^{b'}$), or -C(=O)N($R^{a'}R^{b'}$),
(3) -C(=O)N($R^{a'}R^{b'}$),
(4) -$(CH_2)_{1-3}$-$R^{k'}$,
(5) -$(CH_2)_{1-3}$-O-$R^{k'}$, or
(6) -$(CH_2)_{1-3}$-O-$(CH_2)_{1-3}$-$R^{k'}$;

wherein $R^{k'}$ is:

(i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently -$C_{1-4}$ alkyl, -O-$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ haloalkyl, or halo; or

(ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halo, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, or oxo;

$R^{5'}$ is:

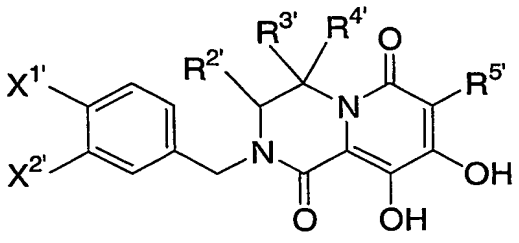
(1) -H,
(2) -$C_{1-4}$ alkyl,
(3) -$C_{1-4}$ alkyl-N($R^{a'}R^{b'}$),
(4) halo,
(5) -CN, or
(6) -$(CH_2)_{1-3}$-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms and carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -$C_{1-4}$ alkyl, -$C_{1-4}$ haloalkyl, -O-$C_{1-4}$ alkyl, -O-$C_{1-4}$ haloalkyl, or oxo; and

each $R^{a'}$ and $R^{b'}$ is independently -H or -$C_{1-4}$ alkyl.

12. The compound according to claim 9, which is a compound of Formula (III), or a pharmaceutically acceptable salt thereof:




(III),

wherein:

$X^{1'}$ and $X^{2'}$ are each independently -H or halo.

13. The compound according to claim 12, or a pharmaceutically acceptable salt thereof,

wherein $X^{1'}$ and $X^{2'}$ are each independently -H, fluoro, chloro, or bromo;

$R^{2'}$ is -H or methyl;

$R^{3'}$ is -H or methyl;

$R^{4'}$ is:

(1) -H,
(2) methyl,
(3) $-CH_2OH$,
(3) $-C(=O)N(CH_3)_2$,
(4) $-CH_2-R^{k'}$, or
(5) $-CH_2-O-CH_2-R^{k'}$;

wherein $R^{k'}$ is:

(i) phenyl, which is optionally substituted with from 1 to 3 substituents each of which is independently $-CH_3$, $-OCH_3$, $-CF_3$, $-OCF_3$, chloro, bromo or fluoro; or

(ii) HetD, wherein HetD is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, 0 or 1 S atoms, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, $-CH_3$, $-CF_3$, $-OCH_3$, $-OCF_3$, or oxo; and

or alternatively:

(i) $R^{2'}$ and $R^{3'}$ together form a direct bond to give a ring double bond, and $R^{4'}$ is an independent group as defined above;

(ii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused cyclopropyl ring which is optionally substituted at the non-fused cyclopropyl ring carbon with $-OR^{d'}$, and $R^{4'}$ is -H; or

(iii) $R^{2'}$ and $R^{3'}$ together with the ring carbon atoms to which they are attached form a fused phenyl ring or a fused pyridyl ring, and $R^{4'}$ is absent;

$R^{5'}$ is:

(1) -H,
(2) methyl,
(3) $-(CH_2)_{1-2}-N(CH_3)_2$,
(4) fluoro,
(5) bromo,
(6) iodo,
(7) -CN, or
(8) $-CH_2$-HetB;

wherein

HetB is a 5- or 6-membered saturated ring containing 1 or 2 N atoms, zero or 1 O atom, zero or 1 S atom, and a balance of carbon atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently chloro, bromo, fluoro, $-CH_3$, $-CF_3$, $-OCH_3$, $-OCF_3$, oxo, $-C(=O)-CH_3$, $-C(=O)-CF_3$, or $-CH_2$-cyclopropyl.

14. The compound according to claim 13, or a pharmaceutically acceptable salt thereof, wherein $X^{1'}$ is fluoro and $X^{2'}$ is -H.

15. A compound selected from the group consisting of:

2-benzyl-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-bromo-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-iodo-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3-chlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-chlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(3,4-dichlorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3,4-difluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(3-chloro-4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(3-chloro-4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(dimethylamino)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-2H-pyrido[1,2-a]pyrazine-1,6-dione

2-benzyl-8,9-dihydroxy-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-4-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione

2-(4-fluorobenzyl)-8,9-dihydroxy-4,4-dimethyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-3-methyl-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-1,6-dioxo-1,3,4,6-tetrahydro-2H-pyrido[1,2-a]-pyrazine-7-carbonitrile;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(4-methyl-3-oxopiperazin-1-yl)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(3-oxopiperazin-1-yl)methyl]-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-[(benzyloxy)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-(hydroxymethyl)-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

4-[(1,1-dioxido-1,2-thiazinan-2-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-(piperidin-1-ylmethyl)-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(3-oxopiperazin-1-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(4-methyl-3-oxopiperazin-1-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(morpholin-4-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-[(thiomorpholin-4-yl)methyl]-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-[4-fluoro-2-(methylthio)benzyl)-8,9-dihydroxy-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-[(1-acetylpiperidin-4-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(4-fluorobenzyl)-8,9-dihydroxy-7-{[1-(trifluoroacetyl)piperidin-4-yl]methyl}-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-{[1-(cyclopropylmethyl)piperidin-3-yl]methyl}-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-[(1-acetylpiperidin-3-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-[(1-acetylpiperidin-2-yl)methyl]-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

7-{[1-(cyclopropylmethyl)piperidin-2-yl]methyl}-2-(4-fluorobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione;

2-(3-cyanobenzyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione

2-(biphenyl-3-ylmethyl)-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-a]pyrazine-1,6-dione

(±)-1-[(benzyloxy)methyl]-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclo-propa[e]pyrido[1,2-a]pyrazine-3,7-dione;

(±)-1-(methoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclo-propa[e]pyrido[1,2-a]pyrazine-3,7-dione;

(±)-1-[(allyloxy)methyl]-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclo-propa[e]pyrido[1,2-a]pyrazine-3,7-dione;

(±)-1-(ethoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclo-propa[e]pyrido[1,2-a]pyrazine-3,7-dione;

(±)-1-(n-propoxymethyl)-2-(4-fluorobenzyl)-4,5-dihydroxy-1,1a,2,8a-tetrahydrocyclo-propa[e]pyrido[1,2-a]pyrazine-3,7-dione;

2-[1-(4-fluorophenyl)ethyl]-8,9-dihydroxy-3,4-dihydro-2H-pyrido[1,2-*a*]pyrazine-1,6-dione;

5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-*a*]quinoxaline-6,10-dione;

5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-*a*:3',2'-*e*]pyrazine-6,10-dione;

5-(4-fluorobenzyl)-7,8-dihydroxy-5H-pyrido[1,2-*a*:2',3'-*e*]pyrazine-6,10-dione;

and pharmaceutically acceptable salts thereof.

16. A pharmaceutical composition comprising a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

17. A method of inhibiting HIV integrase in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

18. A method for preventing or treating infection by HIV or for preventing, treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

19. A pharmaceutical composition which comprises the product prepared by combining an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

20. A combination useful for inhibiting HIV integrase, for treating or preventing infection by HIV, or for preventing, treating or delaying the onset of AIDS, which is a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a therapeutically effective amount of an HIV infection/AIDS antiviral agent selected from the group consisting of HIV protease inhibitors, non-nucleoside HIV reverse transcriptase inhibitors and nucleoside HIV reverse transcriptase inhibitors.